



Digislide Holdings Limited

A.B.N. 75 105 012 066

Rewards and Remuneration Charter

September 2008

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1 Introduction

Digislide strives to apply high ethical, moral and legal principles in every aspect of its business conduct. This Rewards and Remuneration Charter is a guide for each of the Board's representatives on the Rewards and Remuneration Committee to follow in meeting these principles.

2 Definitions

General terms and abbreviations used in this Charter have the following meaning set out below.

Board	the board of directors of Digislide
Committee	Rewards and Remuneration Committee
CEO	Chief Executive Officer, who may also be the Managing Director
CFO	Chief Financial Officer
Chair	chair of the Board
Charter	this Audit Charter
Constitution	the Company's constitution
Digislide or the Company	Digislide Holdings Limited A.B.N. 75 105 012 066
Officer	A senior executive of Digislide

3 Membership of Committee

The Committee shall comprise a majority of independent directors, be chaired by an independent director and have at least three members. A quorum shall be two members.

The present members are:

- Malcolm Leahy
- Leon Milford; and
- Ian Mutton

Questions arising at Committee meetings are to be decided by a majority of votes.

Once a year, at such time as determined by the Board, the longest serving Committee member will resign from the Committee and be eligible for re-appointment by the Board. Where two or more Committee members have been on the Committee an equal length of time, failing agreement between them, the Committee member to resign will be determined by lot.

4 Functions

The primary functions of the Committee are to:

- make specific recommendations to the board on remuneration of directors that may be appointed from time to time;

- recommend the terms and conditions of employment for the CEO and Officers;
- undertake a review of the CEO's performance, at least annually, including setting with the CEO goals for the coming year and reviewing progress in achieving those goals;
- undertake a review of the performance of other Officers of the company, at least annually, including setting with them goals for the coming year and reviewing progress in achieving those goals;
- consider and report to the board on the recommendations of the CEO on the remuneration of all direct reports; and
- develop and facilitate a process for board and director evaluation.

The Committee will meet at least twice annually.

5 Meetings

The CEO will, at the invitation of the Chairman, attend Committee meetings. The Committee may also invite external professional advisers to address the Committee to assist the Committee in achieving its objectives. Attendance of other Directors is at the discretion of the Chairman.

The Chairman of the Committee shall appoint a secretary of the Committee.

Meetings shall be held not less than twice a year.

6 Authority

The Committee is authorised by the Board:

1. to investigate any activity within its terms of reference;
2. to seek any information it requires from any employee; and
3. to direct all staff to co-operate with any request made by the Committee.

The Committee is authorised by the Board to obtain external legal or other independent professional advice and secure the attendance at Committee meetings of advisers with relevant experience and expertise if it considers this necessary.

This advice must be sought in accordance with Board policy on access to independent professional advice.

The Committee does not have authority to commit the Board to any action. The Committee is limited in its actions to submitting recommendations to the Board for consideration or acting on a specific delegation from the Board.

7 Access

All Board members have access at any time to the Chairman of the Committee in respect of issues within the scope of the Committee.



8 Reporting Procedures

The Committee Chairman shall report to the Board by causing the minutes of Committee meetings to be copied to all Board members as an agenda item for noting or action as appropriate.